

RECORDATION NO. 24105-B FILED

AUG 14 '09 -9 00 AM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

August 14, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Final Termination of Lease and Ownership Interest, dated as of July 31, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Memorandum of Lease of Railroad Equipment and Indemnity Agreement which was previously filed with the Board under Recordation Number 24105.

The name and address of the party to the enclosed document are:

Lessor: The Bank of Nova Scotia
(Scotia Leasing)
44 King Street West
Toronto, Ontario
M5H 1H1

[Lessee: Canadian National Railway Company
935 de la Gauchetiere Street West
Montreal, Quebec]
Canada H3B 2M9

A description of the railroad equipment covered by the enclosed document is:

30 locomotives TERMINATED: CN 2643 – CN 2672.

A short summary of the document to appear in the index is:

Final Termination of Lease and Ownership Interest.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

FINAL TERMINATION OF LEASE AND OWNERSHIP INTEREST dated as of July 31, 2009 by the **THE BANK OF NOVA SCOTIA**, a Canadian chartered bank (the "Lessor"). **AUG 14 '09 -9 00 AM**
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WHEREAS, the Lessor and **Canadian National Railway Company** (the "Lessee") entered into that certain Lease of Railroad Equipment dated as of August 15, 2002 (the "Lease") covering thirty (30) General Electric model Dash 9-44CW 4,400 hp diesel-electric locomotives bearing the road numbers **CN 2643 to CN 2672** inclusive (and that certain Indemnity Agreement related thereto of even date with the Lease and incorporated therein);

WHEREAS, to evidence the Lease (and such Indemnity Agreement), a Memorandum of Lease of Railroad Equipment and Indemnity Agreement dated as of August 15, 2002 was i) filed at the Surface Transportation Board (the "STB") on September 12, 2002 at 2:28 P.M. with assigned primary recordation number 24105 and ii) deposited at the Registrar General of Canada (the "RGC") on September 12, 2002 at 3:58 P.M.;


WHEREAS, Bills of Sale evidencing Lessor's title to such locomotives were deposited at the RGC on October 4, 2002 at 4:02 P.M. and October 29, 2002 at 4:06 P.M.;

AND WHEREAS, a Partial Termination of Lease and Ownership Interest dated as of August 2, 2004, in respect of the one (1) such locomotive marked **CN 2667**, was i) filed at the STB on October 1, 2004 at 4:41 P.M. with assigned secondary recordation number 24105-A and ii) deposited at the RGC on September 29, 2004 at 4:49 P.M.

IN WITNESS WHEREOF, the Lessor wishes to show for the public record: i) the termination of the Lease in respect of the remaining twenty-nine (29) such locomotives. ii) that it has sold, and disposed of, all its right, title and interest in the remaining such locomotives to the Lessee and iii) that it hereby releases any security interest in the remaining such locomotives and, accordingly has caused this Final Termination of Lease and Ownership Interest to be executed by its officer thereunto duly authorized, as of the day and year first above written.

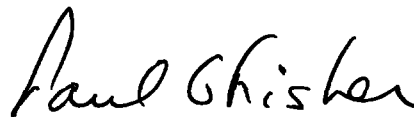
THE BANK OF NOVA SCOTIA

By:
Its:


STEVE CZEGEL
Director, Scotia Leasing
Scotiabank

PROVINCE OF ONTARIO)
)
CITY OF TORONTO) ss.:

On this 7th day of AUGUST, 2009, before me personally appeared STEVE CZEDEL, to me personally known, who, being by me duly sworn, says that he / she is DIRECTOR - SCOTIA LEASING of THE BANK OF NOVA SCOTIA, that the instrument was signed on behalf of said bank by authority of its board of directors, and he / she acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.



Notary Public

PAUL GORDON FISHER

My commission expires: UNLIMITED